

WC 10-121

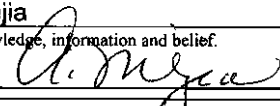
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US BANK/FCC MAY 28 2010

READ INSTRUCTIONS CAREFULLY  
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION  
**REMITTANCE ADVICE**  
FORM 159

Approved by OMB  
3060-0589  
Page 1 of 2

(1) LOCKBOX # <b>979091</b>		<div style="border: 1px solid black; padding: 2px;">SPECIAL USE ONLY</div> <div style="border: 1px solid black; padding: 2px;">FCC USE ONLY</div>	
<b>DOCKET FILE COPY ORIGINAL</b>			
<b>SECTION A - PAYER INFORMATION</b>			
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) <b>Dow Lohnes PLLC</b>		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) <b>\$1,015.00</b>	
(4) STREET ADDRESS LINE NO. 1 <b>c/o J. G. Harrington, Esq.</b>			
(5) STREET ADDRESS LINE NO. 2 <b>1200 New Hampshire Ave., NW, Suite 800</b>			
(6) CITY <b>Washington</b>		(7) STATE <b>DC</b>	(8) ZIP CODE <b>20036</b>
(9) DAYTIME TELEPHONE NUMBER (include area code) <b>202-776-2000</b>		(10) COUNTRY CODE (if not in U.S.A.)	
<b>FCC REGISTRATION NUMBER (FRN) REQUIRED</b>			
(11) PAYER (FRN) <b>0003-8636-51</b>		(12) FCC USE ONLY	
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(13) APPLICANT NAME <b>Midcontinent Communications</b>			
(14) STREET ADDRESS LINE NO. 1 <b>410 South Phillips Avenue</b>			
(15) STREET ADDRESS LINE NO. 2			
(16) CITY <b>Sioux Falls</b>		(17) STATE <b>SD</b>	(18) ZIP CODE <b>57104</b>
(19) DAYTIME TELEPHONE NUMBER (include area code) <b>605-357-5777</b>		(20) COUNTRY CODE (if not in U.S.A.)	
<b>FCC REGISTRATION NUMBER (FRN) REQUIRED</b>			
(21) APPLICANT (FRN) <b>0002-6219-51</b>		(22) FCC USE ONLY	
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(23A) CALL SIGN/OTHER ID <b>Section 214</b>	(24A) PAYMENT TYPE CODE <b>CUT</b>	(25A) QUANTITY <b>1</b>	
(26A) FEE DUE FOR (PTC) <b>\$1,015.00</b>	(27A) TOTAL FEE <b>\$1,015.00</b>	FCC USE ONLY	
(28A) FCC CODE 1		(29A) FCC CODE 2	
(23b) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY	
(28B) FCC CODE 1		(29B) FCC CODE 2	
<b>SECTION D - CERTIFICATION</b>			
<b>CERTIFICATION STATEMENT</b>			
I, <u>Allyson Mejia</u> , certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.			
SIGNATURE <u></u>		DATE <u>5/27/2010</u>	
<b>SECTION E - CREDIT CARD PAYMENT INFORMATION</b>			
<div style="display: flex; justify-content: space-around;"> <span>MASTERCARD _____</span> <span>VISA _____</span> <span>AMEX _____</span> <span>DISCOVER _____</span> </div>			
ACCOUNT NUMBER _____		EXPIRATION DATE _____	
I hereby authorize the FCC to charge my credit card for the service(s) authorization herein described.			
SIGNATURE _____		DATE _____	

COPY

Before the  
FEDERAL COMMUNICATIONS COMMISSION  
Washington, D.C. 20554

In the Matter of )  
 )  
The Estate of N.L. Bentson )  
 )  
                    *Transferor,* )  
and )  
 )  
Midcontinent Media, Inc. )  
 )  
                    *Transferee.* )  
 )  
 )  
Joint Application for Consent to Transfer )  
International and Domestic Authority Pursuant to )  
Section 214 of the Communications Act of 1934, )  
as amended )  
 )

File No. \_\_\_\_\_

**JOINT APPLICATION FOR CONSENT TO TRANSFER INTERNATIONAL AND  
DOMESTIC AUTHORITY PURSUANT TO SECTION 214  
OF THE COMMUNICATIONS ACT OF 1934, AS AMENDED**

Pursuant to Section 214 of the Communications Act of 1934, as amended (the “Communications Act”), 47 U.S.C. § 214, and Sections 63.03, 63.04 and 63.24 of the Commission’s Rules, 47 C.F.R. §§ 63.03, 63.04 and 63.24, the Estate of N.L. Bentson (the “Estate”), the N.L. Bentson 2000 Revocable Trust (the “Trust”), George Reilly and Mark Niblick as trustees of the Trust (collectively, the “Trustees”) and Midcontinent Media, Inc. (“MMI”) (together with the Estate, the Trust and the Trustees, the “Applicants”) hereby request consent to the transfer of control of Midcontinent Communications (“Midcontinent”) from the Estate to MMI. Midcontinent is a non-dominant carrier authorized by the Commission to provide international and domestic telecommunications services. The Applicants seek streamlined processing of this Joint Application pursuant to Sections

63.03(b)(2) and 63.24(g) of the Commission's Rules. This Joint Application is being filed simultaneously with the International Bureau and the Wireline Competition Bureau.

In support of this Joint Application, the Applicants respectfully submit the following information:

### **Background**

The Estate currently owns 94.9278% of the common voting stock of MMI, a privately-held company organized under the laws of the State of South Dakota.<sup>1</sup> MMI owns 100% of Midcontinent Communications Investor, LLC, which in turn owns 50% of Midcontinent and is the managing general partner of Midcontinent. Midcontinent is a South Dakota general partnership. Mr. Bentson passed away on April 12, 2009. On that date, Mr. Bentson's indirect interest in Midcontinent was transferred to the Estate.

On May 12, 2009, the Estate sought authorization for the involuntary transfer of control of Midcontinent from Mr. Bentson to the Estate via a joint application covering Midcontinent's international and domestic Section 214 authorizations and separate applications covering Midcontinent's Cable Antenna Relay Service ("CARS") authorizations and earth station authorizations.<sup>2</sup> The CARS application was granted on June 17, 2009, the international Section 214 application was deemed granted on June 19, 2009, the domestic Section 214 application was deemed granted on June 29, 2009 and the receive-only earth station application was granted on June 30, 2009.<sup>3</sup>

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<sup>1</sup> MMI also has non-voting preferred stock, which accounts for less than ten percent of the equity of MMI and all of which will be redeemed in the transaction described herein.

<sup>2</sup> See Public Notice, DA No. 09-1214 (May 29, 2009) (domestic Section 214 authorization); Public Notice, Rep. No. TEL-01365S (June 5, 2009) (international Section 214 authorization); Public Notice, Rep. No. 1826 (June 10, 2009) (CARS); File No. SES-T/C-20090512-00580 (earth station).

<sup>3</sup> See Report No. 4144 (June 17, 2009) (CARS licenses); Public Notice, *Notice of Domestic Section 214 Authorizations Granted*, WC Docket Nos. 09-78 and 09-73, DA 09-1454 (June 29, 2009); Public Notice, *International Authorizations Granted*, Report No. TEL-01369, DA No. 09-1496 (July 2, 2009); Public Notice, *Satellite Communications Services Information*, Rep. No. SES-01152 (July 1, 2009). Subsequent to the grant of

Midcontinent is the largest cable provider in the Dakotas. Midcontinent offers cable service, high speed Internet and telephone service across North Dakota and South Dakota, and also serves some customers in western and northern Minnesota. Midcontinent has been offering long distance telephone service since 1982 and local telephone service since 1999. Midcontinent obtained Section 214 international authorization in 2001.<sup>4</sup> Midcontinent will continue to operate in its existing service territory.

Midcontinent's telephone service is a direct replacement for incumbent telephone company offerings, including local and long distance services; features like call waiting and call forwarding; and voice mail. Midcontinent's telephone service is offered via its own facilities, and it is certificated as a local exchange carrier in Minnesota, North Dakota and South Dakota. Midcontinent serves more than 80,000 telephone customers and more than 250,000 customers for all of its services combined.

Midcontinent has a market share in the interstate, interexchange market of less than ten percent (10%) and Midcontinent is not dominant with respect to any telecommunications service it offers. The proposed transaction will not result in any change in the market share of Midcontinent. Consequently, this Joint Application is entitled to streamlined treatment pursuant to Section 63.03(b)(2)(i) of the Commission's Rules.

### **Description of the Transaction**

This transaction contemplates the transfer of control of Midcontinent via a redemption of all the shares of MMI now held by the Estate and a redemption of some of the shares of MMI now held by Patrick McAdaragh, the President of MMI. Upon completion of

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the involuntary transfer of control application, Midcontinent determined that it no longer required the authorization for CARS station WPW-40, and that authorization was returned to the Commission for cancellation on August 18, 2009.

<sup>4</sup> See Public Notice, DA No. 01-1604 (Jun. 29, 2001), granting File No. ITC-214-20010606-00327.

the redemptions of MMI stock, Patrick McAdaragh, Steven Grosser and Richard Busch, three executives of MMI, will share equal ownership of MMI. This transaction will be accomplished in two steps, both of which will take place virtually simultaneously at the closing. First, the Estate will transfer its ownership interest in MMI to the Trust.

Immediately thereafter, MMI will redeem all of the stock held by the Trust as well as certain stock currently held by Mr. McAdaragh. This will leave Messrs. McAdaragh, Busch and Grosser each holding one-third of the common voting stock of MMI.

The Trust is administered by the Trustees, Mr. Reilly and Mr. Niblick. The Trust has been created for the benefit of Barbara Bentson, Mr. Bentson's wife; Laurie Bentson Knauth, Mr. Bentson's daughter; Kimberly Bentson Knauth, Mr. Bentson's granddaughter; the Mt. Zion Hebrew Congregation, a Minnesota synagogue; and the Bentson Foundation, a charitable foundation. These beneficiaries will share in the proceeds of the Trust in accordance with the terms of the Trust. All voting and other power over the Trust's holdings is vested in the Trustees. The beneficiaries have no power to vote, dispose of or otherwise control the Trust's indirect interest in Midcontinent. The transfer of the Estate's interest in MMI to the Trust is being made in accordance with the terms of Mr. Bentson's will and the redemption of MMI stock is being accomplished in accordance with an agreement made prior to Mr. Bentson's death for the disposition of his interest in MMI.

#### **Qualification for Streamlined Processing**

MMI and the Trust affirm that (a) the proposed transaction will result in Midcontinent having a market share in the interstate, interexchange marketplace of less than 10 percent; (b) following the proposed transaction Midcontinent will provide competitive telephone exchange service and exchange access services exclusively in geographic areas served by a

dominant local exchange carrier that is not a party to the transaction; and (c) none of the Applicants is dominant with respect to any telecommunications service. Consequently, this transaction qualifies for streamlined processing under Section 63.03(b)(2)(i) of the Commission's Rules.

### **Transfer of International Section 214 Authorization**

In accordance with the requirements of Section 63.24(e) of the Commission's Rules, Applicants submit the following information:

#### **(1) Name, address and telephone number of each Applicant:**

##### **Transferor:**

The Estate of N.L. Bentson  
George Reilly, Personal Representative  
c/o Leonard, Street and Deinard  
150 South Fifth Street  
Suite 2300  
Minneapolis, MN 55402  
Tel: (612) 335-1614

##### **Trust:<sup>5</sup>**

The N.L. Bentson 2000 Revocable Trust  
c/o Leonard, Street and Deinard  
150 South Fifth Street  
Suite 2300  
Minneapolis, MN 55402  
Tel: (612) 335-1540

George Reilly  
Trustee of the N.L. Bentson 2000 Revocable Trust  
c/o Leonard, Street and Deinard  
150 South Fifth Street  
Suite 2300  
Minneapolis, MN 55402  
Tel: (612) 335-1614

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<sup>5</sup> Information concerning the Trust is provided here and elsewhere in this application in an abundance of caution in light of the short period (*i.e.*, a few minutes) during which the shares of MMI will be held by the Trust during the consummation of the proposed transaction.

Mark Niblick  
Trustee of the N.L. Bentson 2000 Revocable Trust  
3600 Minnesota Drive  
Suite 700  
Minneapolis, MN 55435  
Tel: 952-844-2600

**Transferee**

Midcontinent Media, Inc.  
3600 Minnesota Drive, Suite 700  
Minneapolis, MN 55435  
Tel: 952-844-2600

**(2) Government, state or territory under the laws of which each corporate or partnership Applicant is organized**

Not applicable to the Estate or the Trust.

Midcontinent Media, Inc. is a South Dakota corporation.

Midcontinent Communications is a South Dakota general partnership.

**(3) Name, title, post office address, and telephone number of the officer or contact point of each Applicant to whom correspondence concerning the Joint Application is to be addressed:**

For the Estate, the Trust, the Trustees and MMI:

J.G. Harrington  
Dow Lohnes P.L.L.C.  
1200 New Hampshire Avenue, NW  
Suite 800  
Washington, DC 20036  
Tel. (202) 776-2818  
Fax (202) 776-2222

**(4) Statement as to whether the Applicants have previously received authority under Section 214 of the Act.**

The Estate, the transferor, currently indirectly controls more than ten percent (10%) of the equity of Midcontinent. Midcontinent holds an international resale authority pursuant to File No. ITC-214-20010606-00327. Midcontinent also holds authority pursuant to File No. ITC-ASG-20081217-00538. The Commission authorized transfer of control of Midcontinent's international authorization to the Estate under file number ITC-T/C-20090511-00210.

**(5) Name, address, citizenship and principal business of any person or entity that directly or indirectly owns at least ten percent of the equity of the Transferee:**

Following consummation of the transaction, MMI will continue to own 100% of Midcontinent Communications Investor, LLC, which in turn owns 50% of Midcontinent and is the managing general partner of Midcontinent. MMI will be owned by Messrs. McAdaragh, Busch and Grosser, each of whom will hold one-third of the common voting stock of MMI. The following is the required information for MMI and its proposed shareholders:

<u>Name and Address</u>	<u>Citizenship</u>	<u>Principal Business</u>
Midcontinent Media, Inc.	US	Investments
Patrick McAdaragh 3600 Minnesota Drive, Suite 700 Minneapolis, MN 55435	US	President of Midcontinent
Richard Busch 3901 N. Louise Avenue Sioux Falls, SD 57107	US	Chief Operating Officer of Midcontinent
Steven Grosser 3600 Minnesota Drive, Suite 700 Minneapolis, MN 55435	US	Chief Financial Officer of Midcontinent

Other than his proposed interest in MMI, Mr. McAdaragh holds no attributable interest in any entity that provides interstate telecommunications services.

Other than his proposed interest in MMI, Mr. Busch holds no attributable interest in any entity that provides interstate telecommunications services.

Other than his proposed interest in MMI, Mr. Grosser holds no attributable interest in any entity that provides interstate telecommunications services.

During the very short period while the transaction is being consummated, the Trust will hold 94.9278% of the common stock of MMI. The following is the required information for the Trust and the Trustees:

<u>Name and Address</u>	<u>Citizenship</u>	<u>Principal Business</u>
N.L Bentson Trust	US	Trust



George Reilly, Trustee of the N.L. Bentson 2000 Revocable Trust      US      Attorney

Mark Niblick, Trustee of the N.L. Bentson 2000 Revocable Trust      US      Chairman of MMI

Other than his interest in the Trust as a trustee, Mr. Reilly holds no attributable interests in entities that provide interstate telecommunications services.

Other than his interest in the Trust as a trustee, Mr. Niblick holds no attributable interests in entities that provide interstate telecommunications services.

The beneficiaries of the Trust do not have any power to vote or sell any interests held by the Trust, do not have the power to remove either of the Trustees except for cause and do not have the power to dissolve the Trust. None of the beneficiaries hold any interest in Midcontinent other than their beneficial interests through the Trust.

The following entities own ten percent (10%) or more of the equity of Midcontinent via general partnership interests:

<u>Name and Address</u>	<u>Percentage Ownership</u>	<u>Citizenship</u>	<u>Principal Business</u>
Midcontinent Communications Investor, LLC 3600 Minnesota Drive, Suite 700 Minneapolis, MN 55435	50%	US	Investments
TCI-Midcontinent, LLC 1500 Market Street Philadelphia, PA 19121	50%	US	Investments

TCI-Midcontinent, LLC is wholly owned by Comcast Corporation, a public company organized under the laws of the state of Pennsylvania, which has the same address as TCI-Midcontinent, LLC. No individual or entity holds 10 percent or more of the equity of Comcast Corporation.

The following entities, all of which are non-dominant, are affiliated with TCI-Midcontinent, LLC and provide or are authorized to provide interstate telecommunications services:

Entity	State of Organization	Services Provided	Affiliation
Comcast Business Communications, LLC dba Comcast Long Distance	Pennsylvania	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast WCS	Delaware	Wireless	Wholly-owned

<b>Entity</b>	<b>State of Organization</b>	<b>Services Provided</b>	<b>Affiliation</b>
ME02, Inc.		Communications Services	subsidiary of Comcast Corporation
Comcast WCS ME04, Inc.	Delaware	Wireless Communications Services	Wholly-owned subsidiary of Comcast Corporation
Comcast WCS ME05, Inc.	Delaware	Wireless Communications Services	Wholly-owned subsidiary of Comcast Corporation
Comcast WCS ME16, Inc.	Delaware	Wireless Communications Services	Wholly-owned subsidiary of Comcast Corporation
Comcast WCS ME22, Inc.	Delaware	Wireless Communications Services	Wholly-owned subsidiary of Comcast Corporation
Comcast WCS ME26, Inc.	Delaware	Wireless Communications Services	Wholly-owned subsidiary of Comcast Corporation
Comcast WCS ME28, Inc.	Delaware	Wireless Communications Services	Wholly-owned subsidiary of Comcast Corporation
Comcast WCS ME19, Inc.	Delaware	Wireless Communications Services	Wholly-owned subsidiary of Comcast Corporation
SpectrumCo, LLC	Delaware	Wireless Communications Services	54.28% owned by Comcast Corporation
Comcast Phone, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of California, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Colorado, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast

<b>Entity</b>	<b>State of Organization</b>	<b>Services Provided</b>	<b>Affiliation</b>
			Corporation
Comcast Phone of Connecticut, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Florida, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Georgia, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Idaho, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Illinois, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Iowa, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Louisiana, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Maine, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Massachusetts, Inc.	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Minnesota, Inc.	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Montana, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation

<b>Entity</b>	<b>State of Organization</b>	<b>Services Provided</b>	<b>Affiliation</b>
Comcast Phone of Nebraska, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Nevada, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of New Hampshire, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of North Carolina, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of North Dakota, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Ohio, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Oklahoma, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Oregon, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Pennsylvania, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Rhode Island, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of South Dakota, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of	Delaware	Telephony	Wholly-owned

<b>Entity</b>	<b>State of Organization</b>	<b>Services Provided</b>	<b>Affiliation</b>
Texas, LLC			subsidiary of Comcast Corporation
Comcast Phone of Utah, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Vermont, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Virginia, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of West Virginia, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Washington, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone II, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Alabama, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Arkansas, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Arizona, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Delaware, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of D.C., LLC	Delaware	Telephony	Wholly-owned subsidiary of

<b>Entity</b>	<b>State of Organization</b>	<b>Services Provided</b>	<b>Affiliation</b>
			Comcast Corporation
Comcast Phone of Central Indiana, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Kansas, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Kentucky, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Northern Maryland, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Mississippi, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Missouri, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of New Jersey, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of New Mexico, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of New York, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of South Carolina, Inc.	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Tennessee, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast

Entity	State of Organization	Services Provided	Affiliation
			Corporation
Comcast Phone of Wisconsin, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Michigan, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation

Each of the entities listed above is non-dominant and, to the best of Midcontinent's knowledge, does not provide any telecommunications service in the geographic area covered by this application. In addition, affiliates of Comcast may offer intrastate telecommunications services in certain states, but do not offer such services in any geographic area that is subject to this application.

**(6) Certification as to whether or not Transferee is, or is affiliated with, a foreign carrier:**

Both MMI and the Trust certify that neither of them or any affiliate or successor is or will be a foreign carrier, and that neither of them or any affiliate or successor is or will be affiliated with any foreign carrier.

**(7) Certification as to whether or not Transferee seeks to provide international telecommunications services to any country for which certain conditions are true:**

Both MMI and Trust certify that neither of them or any affiliate or successor will provide international telecommunications services to any destination country for which Midcontinent or an affiliate or successor (1) is a foreign carrier in that country; (2) controls a foreign carrier in that country; or (3) is owned more than 25% by or controlled by an entity that controls a foreign carrier in that country.

**(8) Showing regarding provision of international telecommunications service to a country where the Transferee is a foreign carrier or is affiliated with a foreign carrier.**

Not applicable.

**(9) Regulatory classification under Section 63.10 of the Rules for foreign-affiliated carrier.**

Not applicable.

**(10) Certification that Transferee has not agreed to accept special concessions directly or indirectly from any foreign carrier.**

Both MMI and the Trust certify that they have not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any US international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.

**(11) Certification by Transferee pursuant to 47 C.F.R. §§ 1.2001-1.2003 that no party to the Joint Application is subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 583**

MMI and the Trust hereby certify, pursuant to 47 C.F.R. §§ 1.2001-1.2003, that to the best of their knowledge, information, and belief, no party to this Joint Application is subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 583.

**(12) Qualification for streamlined processing.**

This Joint Application qualifies for streamlined processing under Sections 63.12(a) and (b) of the Commission's rules. No Applicant is affiliated with any foreign carrier in any destination market. No Applicant has an affiliation with a dominant U.S. carrier. No Applicant seeks authority to provide switched basic services over private lines to a country for which the Commission has not previously authorized the provision of switched services over private lines. Authorization is sought for the transfer of an indirect interest from the Estate to the Trust in accordance with the decedent's will and then to Messrs. McAdaragh, Busch and Grosser in accordance with an agreement made prior to Mr. Bentson's death for the disposition of his interest in MMI.



### **Transfer of Domestic Section 214 Authorizations**

Pursuant to Section 63.04(b) of the Commission's Rules, the Applicants supply the following information required pursuant to Sections 63.04(a)(6) through 63.04(a)(12) of the Commission's Rules:

#### **(1) Description of the transaction**

The transaction involves the transfer of an indirect ownership interest in Midcontinent from the Estate to the Trust and then its redemption, leaving that ownership interest under the control of individuals who currently occupy leadership positions within MMI. Service will not be affected by the proposed transaction.

#### **(2) Description of the geographic areas in which the Transferor and Transferee (and their affiliates) offer domestic telecommunications services, and what services are provided in each area**

The transferor, the Estate, controls over 10% of the equity of Midcontinent and has no other telecommunications interests. The Trust was established to hold the principal assets of the Estate and has no other telecommunications interests. The transferee, MMI, is an existing holding company that indirectly controls Midcontinent, and MMI will be owned by three individuals who currently occupy leadership positions within MMI. These individuals have no other telecommunications interests.

Midcontinent offers local exchange, exchange access and interstate interexchange telephone service in North Dakota, South Dakota and portions of western and northern Minnesota. Local exchange and exchange access services are offered via Midcontinent's own facilities or, in certain limited circumstances, facilities leased by Midcontinent, and interexchange telephone services are offered via Midcontinent's own facilities or resale. Midcontinent is certificated as a local exchange carrier in Minnesota, North Dakota and South Dakota. Midcontinent serves more than 80,000 telephone customers.

#### **(3) Statement as to how the Joint Application fits into one or more of the presumptive streamlined categories in Section 63.03 of the Commission's Rules or why it is otherwise appropriate for streamlined treatment:**

MMI and the Trust affirm that (a) the proposed transaction will result in Midcontinent having a market share in the interstate, interexchange marketplace of less than ten (10) percent; (b) following the proposed transaction Midcontinent will continue to provide competitive telephone exchange service and exchange access services exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transaction; and (c) none of the applicants is dominant with respect to any service. Consequently, this transaction qualifies for streamlined processing under Section 63.03(b)(2)(i) of the Commission's Rules.

The proposed transaction will have no adverse effect on competition. Grant of streamlined treatment for this Application is consistent with Commission precedent.

**(4) Identification of all other Commission applications related to the same transaction**

This transaction also will result in the transfer of control of certain authorizations in the Cable Antenna Relay Service and the Receive-Only Earth Station service.<sup>6</sup> A transfer of control application for the CARS authorization is being filed concurrently with this application, and a transfer of control application for the receive-only earth stations will be filed as required by the Commission's Rules.

**(5) Statement of whether the Applicants are requesting special consideration because either party to the transaction is facing imminent business failure**

No Applicant is facing imminent business failure. Therefore, the Applicants are not requesting special consideration for this reason.

**(6) Identification of any separately filed waiver requests being sought in conjunction with the transaction**

No separately filed waiver requests are being sought in conjunction with the transaction.

**(7) Statement showing how grant of the Joint Application will serve the public interest, convenience and necessity, including any additional information that may be necessary to show the effect of the proposed transaction on competition in domestic markets**

The proposed transfer of the Estate's indirect ownership interest in Midcontinent to the Trust and then its redemption, leaving control with Messrs. McAdaragh, Busch and Grosser will enable the continued provision of high-quality communications services to Midcontinent's customers. As the proposed transaction simply involves the transfer of an indirect interest in Midcontinent from the Estate of a recently-deceased individual leaving control with current officers of MMI, competition will not be adversely affected by consummation of the proposed transaction.

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<sup>6</sup> As noted above, Midcontinent has returned the authorization for CARS station WPW-40 to the Commission. Thus, it is seeking only to transfer control of one CARS authorization.

**Conclusion**

For the foregoing reasons, the Applicants respectfully submit that grant of this Joint Application by the Commission would serve the public interest, convenience and necessity.

Respectfully submitted,

The Estate of N.L. Bentson  
The N.L. Bentson 2000 Revocable Trust,  
George Reilly and Mark Niblick,  
Trustees  
Midcontinent Media, Inc.

By:   
\_\_\_\_\_  
J.G. Harrington  
Their Counsel  
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1200 New Hampshire Avenue, NW  
Washington, DC 20036  
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jharrington@dowlohnesc.com

Date: 5/27/10

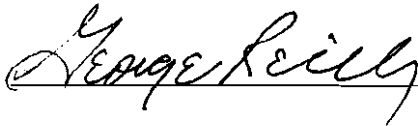
**JOINT INTERNATIONAL AND DOMESTIC SECTION 214 APPLICATION**

**ESTATE CERTIFICATION**

On behalf of the Estate of N.L. Bentson, the undersigned hereby certifies that the Estate is not subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.

Dated: May 26, 2010

**The Estate of N.L. Bentson**

By: 

George Reilly  
Personal Representative, Estate of N.L. Bentson  
150 South Fifth Street  
Suite 2300  
Minneapolis, MN 55402

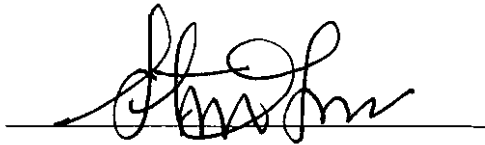
**JOINT INTERNATIONAL AND DOMESTIC SECTION 214 APPLICATION**

**MIDCONTINENT MEDIA, INC. CERTIFICATIONS**

I, Steven Grosser, Chief Financial Officer of Midcontinent Media, Inc. ("Transferee") hereby certify the following:

- Transferee is not a foreign carrier, nor is it affiliated with any foreign carrier, within the meaning of Sections 63.18(i) and 63.09(d) and (e) of the rules of the Federal Communications Commission. 47 C.F.R. §§ 63.18(i), 63.09(d), (e);
- Transferee does not seek to provide international telecommunications services to any destination country to which paragraphs (j)(1)-(4) of Section 63.18 of the Commission's rules apply;
- Transferee has not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future; and
- No party to this application is subject to a denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988.

Dated: May 26, 2010

A handwritten signature in black ink, appearing to read 'Steven Grosser', is written over a horizontal line.

Steven Grosser  
Chief Financial Officer of Midcontinent Media, Inc.  
3600 Minnesota Drive  
Suite 700  
Minneapolis, MN 55435

**JOINT INTERNATIONAL AND DOMESTIC SECTION 214 APPLICATION**  
**TRUST CERTIFICATIONS**

I, Mark Niblick, Trustee of the N.L. Bentson 2000 Revocable Trust (the "Trust") hereby certify the following:

- The Trust is not a foreign carrier, nor is it affiliated with any foreign carrier, within the meaning of Sections 63.18(i) and 63.09(d) and (e) of the rules of the Federal Communications Commission. 47 C.F.R. §§ 63.18(i), 63.09(d), (e);
- The Trust does not seek to provide international telecommunications services to any destination country to which paragraphs (j)(1)-(4) of Section 63.18 of the Commission's rules apply;
- The Trust has not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future; and
- No party to this application is subject to a denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988.

Dated: May 26, 2010



Mark Niblick  
Trustee, N.L. Bentson 2000 Revocable Trust  
3600 Minnesota Drive  
Suite 700  
Minneapolis, MN 55435